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SECRET
TALLAHASSEE, FLORIDA

LAW OFFICES OF
THOMAS O. MICHAELS, P.A.

ATTORNEY AND COUNSELOR AT LAW
1370 PINEHURST ROAD
DUNEDIN, FLORIDA
34698

TELE (727)733-8030

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December 3, 2004

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: F & S Manufacturing, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for the above styled corporation which needs to be filed with your office, as well as our check in the amount of Seventy (\$70.00) Dollars for costs incurred in same. After the Articles of Incorporation have been filed, please return the copy with the confirmation letter of filing the above referenced Corporation in the self-addressed stamped envelope enclosed for your convenience.

Do not hesitate to contact our office if you have any questions or require further information.

Sincerely yours,



Thomas O. Michaels, Esq.

TOM/rap
Enclosures: as indicated.

**ARTICLES OF INCORPORATION
OF
F & S MANUFACTURING, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is: F & S MANUFACTURING, INC.

**ARTICLE II
DURATION**

The term of the existence of the corporation is perpetual and shall commence on the date of filing of these Articles.

**ARTICLE III
PURPOSE**

The purpose of which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 10,000 all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE V
PRINCIPAL OFFICE AND
REGISTERED OFFICE**

The initial principal office of the corporation is 4679 Tamworth Drive, Palm Harbor, Florida 34685, and the initial mailing address of the corporation is 4679 Tamworth Drive, Palm Harbor, Florida 34685.

The street address of the initial registered office of the corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent at that address is THOMAS O. MICHAELS, ESQ.

**ARTICLE VI
DIRECTORS/OFFICERS**

The initial board of directors of the corporation shall consist of 2 member.

The name and address of the first board of directors is:

NORMAN R. FIERBAUGH, 4679 Tamworth Drive, Palm Harbor, FL 34685.
KIRK F. SOWERS, 12026 Bemont Avenue, New Port Richey, FL 34654

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the initial officers of this Corporation are:

KIRK F. SOWERS, President, 12026 Bemont Avenue, New Port Richey, FL 34654;

NORMAN R. FIERBAUGH, Secretary and Treasurer, 4679 Tamworth Drive, Palm Harbor, FL 34685.

ARTICLE VII INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE VIII INCORPORATOR

The name and address of the incorporators are: NORMAN R. FIERBAUGH, 4679 Tamworth Drive, Palm Harbor, Florida 34685, and KIRK F. SOWERS, 12026 Bemont Avenue, New Port Richey, FL 34654.

ARTICLE IX AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Dated this 3 day of December, 2004.


KIRK F. SOWERS, Incorporator


NORMAN R. FIERBAUGH, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3 day of December 2004, by KIRK F. SOWERS and NORMAN R. FIERBAUGH, who each have produced Florida Driver's License as identification, and who did take an oath, and acknowledged to and before me that they have executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

Sign: 

Print: Rita A. Ponder

Notary Public

State of Florida

My Commission Expires:
(Seal, if applicable)



Rita A. Ponder
Commission # DD 014952
Expires May 8, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.



THOMAS O. MICHAELS, ESQ.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By:
Thomas O. Michaels, P.A.
1370 Pinehurst Road
Dunedin, Florida 34698
(727) 733-8030